

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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In re GROUPON, INC. SECURITIES LITIGATION	:	
	:	Master File No. 12-CV-2450
	:	
	:	<u>CLASS ACTION</u>
	:	
This Document Relates To:	:	Hon. Charles R. Norgle
ALL ACTIONS	:	
	:	Hon. Mary M. Rowland
	:	
	X	

**AGREED ORDER FOR VOLUNTARY DISMISSAL UNDER FEDERAL RULE OF
CIVIL PROCEDURE 41(a)(2)**

Upon hearing and considering the Agreed Motion for Voluntary Dismissal Under Federal Rule of Civil Procedure 41(a) ("Agreed Motion") filed by Lead Plaintiff Michael Carter Cohn and the class, Defendants Morgan Stanley & Co. LLC, Goldman, Sachs & Co., and Credit Suisse Securities (USA) LLC, and Defendants Groupon, Inc., Kevin Efrusy, Theodore J. Leonsis, Howard Schultz, Jason Child, Joseph M. Del Preto, Eric P. Lefkowsky, and Andrew D. Mason, and finding good cause shown, IT IS HEREBY ORDERED AS FOLLOWS:

1. The parties' Agreed Motion is granted, and the claims against Defendants Morgan Stanley & Co. LLC, Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC (the "Underwriter Defendants") are hereby dismissed without prejudice.
2. The Underwriter Defendants preserve all rights if they are renamed as defendants in this action or are named in any other action or proceeding, including to reassert all defenses, seek adjustment to the case schedule, conduct any discovery, submit expert reports, and seek summary judgment.


3. The proposed summary notice set forth in Exhibit 2 to the Agreed Motion is approved.

Plaintiffs shall cause summary notice substantially in the form of Exhibit 2 to be distributed consistent with the plan of notice described in the Agreed Motion.

4. Each party shall bear its own costs and expenses.

Dated: September 11, 2015

SO ORDERED:



Honorable Charles R. Norgle
United States District Judge